



8011-01
SECURITIES AND EXCHANGE COMMISSION
(Release No. 34-86339; File No. SR-NYSE-2019-28)

July 10, 2019

Self-Regulatory Organizations; New York Stock Exchange LLC; Notice of Withdrawal of Proposed Rule Change Amending Section 303A.08 of the Listed Company Manual Relating to Shareholder Approval of Equity Compensation Plans

On May 13, 2019, New York Stock Exchange LLC (“NYSE” or the “Exchange”) filed with the Securities and Exchange Commission (“Commission”), pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (“Act”)¹ and Rule 19b-4 thereunder,² a proposed rule change to amend Section 303A.08 of the Listed Company Manual (“Manual”) to clarify the circumstances under which certain sales of a listed company’s securities will not be deemed to be equity compensation plans for purposes of the shareholder approval requirements set forth in that rule and to make a clarifying change to Section 312.04 of the Manual.

The proposed rule change was published for comment in the Federal Register on May 31, 2019.³ The Commission has received no comments on the proposed rule change. On July 1,

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

³ See Securities Exchange Act Release No. 85937 (May 24, 2019), 84 FR 25313 (May 31, 2019).

2019, the Exchange withdrew the proposed rule change (SR-NYSE-2019-28).

For the Commission, by the Division of Trading and Markets, pursuant to delegated authority.⁴

Eduardo A. Aleman
Deputy Secretary

⁴ 17 CFR 200.30-3(a)(12).

